

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CHESAPEAKE ENERGY CORPORATION,

Plaintiff,

v.

THE BANK OF NEW YORK MELLON
TRUST CORPORATION, N.A.,

Defendant.

USDC SDNY
DOCUMENT
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DATE FILED: 3/8/13

Civil Action No. 13-Cv-182 (PAE)

**ORDER TO SHOW CAUSE
FOR PRELIMINARY INJUNCTION
AND EXPEDITED PROCEEDINGS**

Upon the Complaint of plaintiff Chesapeake Energy Corporation ("Plaintiff" or "Chesapeake"); the Declarations of Michael S. Telle, Domenic J. Dell'Osso Jr., and Anne Cortina Perry, each sworn to the 8th day of March, 2013; the accompanying memorandum of law; and good and sufficient reason appearing to me therefor, it is hereby

ORDERED, that defendant The Bank of New York Mellon Trust Co., N.A.

("Defendant") show cause before this Court at a hearing in Courtroom 1305, United States Courthouse, ~~600 Pearl Street~~ ^{40 Centre Street}, in the City, County and State of New York, on March 12, 2013, at 5:30 o'clock in the after noon thereof (**a date and time on or before March 13, 2013**), why an order should not be issued, pursuant to Rule 65 of the Federal Rules of Civil Procedure, (a) enjoining Defendant from treating the attached Notice of Special Early Redemption at Par, which Chesapeake seeks to issue in substantially similar form not later than March 15, 2013, as if it were a notice of redemption requiring payment of the Make-Whole Price (as that term is defined in the Supplemental Indenture referenced in the attached Notice), and (b) providing that such preliminary injunction shall be in force until the Court has declared either

that Chesapeake's proposed Notice of Special Early Redemption at Par is timely if issued by March 15, 2013 or null and void, or for such other period as is necessary to ensure that the Notice of Special Early Redemption cannot be treated as a notice of redemption requiring payment of the Make-Whole Price.

~~Security in the amount of \$_____ will be posted by _____~~

ORDERED, that Defendant's responsive papers to this Order to Show Cause for

Preliminary Injunction and Expedited Relief shall be filed by March 12, 2013, ~~and Plaintiff's~~ ^{+ 8:00 a.m.}

~~reply papers shall be filed by March _____, 2013; and it is further~~

ORDERED that Plaintiff shall serve a copy of this Order and supporting papers, along with the summons and Complaint (if not already served), upon Defendant no later than _____ p.m.

on March 8th, 2013, which shall constitute due and sufficient service and notice thereof.

IT IS FURTHER ORDERED, pursuant to Rule 57 of the Federal Rules of Civil

Procedure, that the parties shall appear at a status conference in this matter on March _____, 2013, at

_____ o'clock in the _____ noon thereof, to address the scope and schedule of proceedings

necessary to achieve a ruling on Claims 1 and 2 for Declaratory Relief in the Complaint by no

later than May 10, 2013.

Following the hearing on March 12, 2013, the Court will set an appropriate schedule for the case to go forward.

Dated: March 8, 2013

New York, New York

Paul A. Engelmayer

UNITED STATES DISTRICT JUDGE